

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

SHAWN JOSEPH,

Plaintiff/Counterclaim Defendant,

V.

GENESIS COIN, INC.; GENESIS, SERVICES INC.; AQUARIUS MANAGEMENT CORP.; AND EVAN ROSE.

Defendants/Counterclaim Plaintiff.

[illegible]

Civil Action No.

AU:22-cv-00615-RP

DECLARATION OF EVAN ROSE
IN RESPONSE TO MOTION TO REMAND

Pursuant to 28 U.S.C. § 1746, I hereby declare as follows:

1. I am a United States citizen who lives in San Juan, Puerto Rico, where I have been a resident since February 2017. I maintained my residence in Puerto Rico through both of the 2017 hurricanes. Indeed, I was awarded the Paul Harris Award by the San Juan Rotary Club, for my contributions to a water filter project for churches, homes for the elderly and clinics following the hurricanes. Attached to this declaration as **Exhibit 1** is a true, correct and complete copy of a publication from the Rotary Club of San Juan that reports on the award and the fact that I was a resident of San Juan. *See* page 5.

2. I have reviewed a copy of the Original Petition filed by Shawn Joseph in the above-captioned matter. I also have reviewed a copy of Plaintiff Shawn Joseph's Motion to Remand to State Court or in the Alternative for Leave to Take Expedited Jurisdictional Discovery.

3. I am the founder of Genesis Coin, Inc., (“Genesis Coin”) Genesis Services, Inc. (“Genesis Services”), and Aquarius Management Corporation (“Aquarius”) (collectively the “Genesis Group”).

4. Aquarius Management Corporation is a corporation organized under the laws of Puerto Rico, incorporated on December 1, 2016, which is managed and operated by me from San Juan, Puerto Rico.

5. Genesis Services is a corporation organized under the laws of Delaware incorporated on August 24, 2018. Genesis Coin is a corporation organized under the laws of Delaware, incorporated on May 10, 2013. Genesis Coin and Genesis Services are managed, directed and controlled by me in my role as Aquarius CEO.

6. I solely own, operate, control and manage Aquarius. For the last five years, as the CEO of Aquarius, I have developed proprietary processing software installed on the kiosks that powers the virtual ATMs sold by Genesis Coin.

7. Genesis Group sells virtual currency kiosks or ATMs and licenses the proprietary software to operate them. Within the Genesis Group of companies, Genesis Coin effectively operate as the customer-facing U.S. “brand.” Genesis Coin enters into agreements to sell virtual ATMs to individuals and entities (“owner-operators”) who agree to license proprietary software developed by me to run the kiosks.

8. Aquarius provides a variety of services to customers outside of Puerto Rico through the Genesis Coin brand as well directly to third parties outside of Puerto Rico. These include services relating to advertising and public relations, consulting, professional services, centralized managements service, and the development of computer programs. Such services

provided through Genesis Coin are for the benefit of owner-operators outside of Puerto Rico using Aquarius' proprietary software.

9. Prior to moving to San Juan, Puerto Rico, I managed the Genesis Group from a leased studio apartment and a "co-working" space in Austin, Texas called the Capital Factory. The address for that space is 701 Brazos St., Suite 1616. Mr. Joseph is familiar with Capital Factory and its address, because he also utilized that space while working in Austin for the United States Patent and Trademark Office. Joseph also used the exact address for this own business, Notesdealer, Inc. Attached hereto as **Exhibit 2**, is a true, correct and complete copy of NotesDealer, Inc.'s corporate information which I obtained through opencorporates.com. The registered address lists 701 Brazos Street, Ste 1600 in Austin, Texas. Indeed, Capital Factory is where I met Mr. Joseph. Mr. Joseph recognized this in his Original Petition stating that we met at a "social co-working space." Since moving to Puerto Rico, I do not use Capital Factory to conduct work on behalf of Genesis Group.

10. I made the ultimate decision to hire Mr. Joseph as Chief Intellectual Property Officer ("Chief Intellectual Property Officer") of Genesis Coin. Mr. Joseph was the only employee of Genesis Coin during the time that he served as the CIPO until his termination in March 2022. Attached to this declaration as **Exhibit 3** is true, correct and complete summary of Mr. Joseph's payroll journal for 2021, which is generated from "Gusto" a cloud-based payroll software used by Genesis Group. The report shows that Mr. Joseph's total earnings were \$153,169.38 and the employer paid taxes totaled \$11,359.56. Genesis Coin also provided Mr. Joseph with a health insurance benefit costing it \$350 per month, or \$4,200 per year. Thus, the total cost of Mr. Joseph's wages and benefits equaled \$168,728.94 in 2021. These costs are reported on page 10, line 13 of the tax return filed with Mr. Joseph's Motion to Remand to State

Court or in the Alternative for Leave to Take Expedited Jurisdictional Discovery. The small difference between the two figures (\$1,156.06) is because the payroll system is only reporting through December 29, 2021. *See* page 6. The payroll report and the tax return demonstrate that Mr. Joseph was the only Genesis Coin employee in 2021.

11. I also made the ultimate decision to terminate Mr. Joseph's employment from Genesis Coin. And I made the decision to offer to redeem from Mr. Joseph at \$200 per share the 1,000 unvested restricted non-voting common stock shares in Genesis Coin that Mr. Joseph held at the time subject to the Restricted Stock Grant Agreement that he had entered into.

12. I also make decisions related to legal issues, financial issues, issues involving business opportunities, issues involving the protection and security of the Genesis Group's intellectual property and the overall direction of the companies.

13. At all times since this lawsuit was filed, the Genesis Group companies have had only two officers: Mr. Sentowski and me. Since March 2022, there have been no officers in Texas. There is no Genesis Group employee or independent contractor that resides or works in Texas, let alone a person who makes decisions on behalf of any Genesis Group company.

14. When Mr. Joseph lived in Texas and was employed as the CIPO of Genesis Coin, he did not make high-level management decisions that impacted the overall direction or control of Genesis Coin. Mr. Joseph was never my business partner. He was an employee of Genesis Coin and he was directed by me and Mr. Sentowski. Mr. Joseph did not invest capital in or hold vested voting shares in any of the Genesis Group companies, including Genesis Coin. This is evidenced by page 17 of the tax return which was filed under seal by Mr. Joseph in connection with his motion to Motion to Remand to State Court or in the Alternative for Leave to Take Expedited Jurisdictional Discovery.

15. While he was employed by Genesis Coin, Mr. Joseph acknowledged and complained about the level of authority Mr. Sentowski had over the operations and direction of Genesis Coin and the decisions that Mr. Sentowski made and was making on behalf of the company. Attached as **Exhibit 4** is a true, correct and complete copy of the complaint Mr. Joseph provided to me about Mr. Sentowski with confidential information redacted.

16. The address for the registered agent of Genesis Coin is 5900 Balcones Drive, Suite 100, Austin, Texas 78731. Genesis Coin's also has in the past utilized a registered agent with the address 700 Lavaca St., Suite 1401 and 5900 Balcones Dr., Suite 100. No company in the Genesis Group or related to the Genesis Group has maintained any office in the state of Texas since February 2017.

17. None of the Genesis Group companies use a bank based in Texas. Genesis Group primarily maintains business records electronically, including its accounting and financial records. I access those records from Puerto Rico and Mr. Sentowski accesses those records from New Jersey.

18. Since I moved from Texas, more than five years ago, Genesis Coin has not held any corporate meetings in Texas. Mr. Joseph undertook company-reimbursed travel to San Juan, Puerto Rico to meet with me and to discuss intellectual property strategy and other elements of his employment. Attached to this declaration as **Exhibit 5** is a true, correct and complete copy of an email from me to Mr. Sentowski requesting reimbursement for Mr. Joseph's travel to San Juan, Puerto Rico. I often meet with Mr. Sentowski remotely to discuss business operations, decisions and strategy, and I have met with him in New York and Puerto Rico as well.

19. The Government of Puerto Rico has granted Aquarius a Grant of Tax Exemption from the Government of Puerto Rico pursuant to Act No. 20-2012. A complete, true and correct

copy of that decree is attached to this declaration as **Exhibit 6**. Aquarius' Application for an Act 20 discloses services that it planned to export outside of Puerto Rico both to Genesis Coin—which is clearly identified as an affiliate of Aquarius—and at least ten other unaffiliated third parties. These services include Act 20: (1) "Advertising & public relations"; (2) "Consulting and Advising"; (3) "Professional Services"; (4) "Centralized management services"; and (5) "Development of computer programs." *See* Exhibit 6, pp. 2-3.

20. Aquarius has exported the identified services both directly to unaffiliated third parties and through Genesis Coin. All of the services provided by Aquarius are received by entities and individuals outside of Puerto Rico. For example, in the case of the services exported to Genesis Coin, all such services are for the benefit of owner-operators based outside of Puerto Rico that have contracted with Genesis Coin to purchase virtual ATMs operating proprietary software.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on July, 31 __, 2022



Evan Rose

EXHIBIT 1



The Rotary Club of San Juan, Puerto Rico

*The oldest continuously operating club in the **world**
south of the Tropic of Cancer.*

Chartered 1918



**ROTARY:
MAKING A
DIFFERENCE**

e-Garita

June 05, 2018



Rotary



Rotary Club of San Juan **Celebrating 100 Anniversary**



100 Reasons to Celebrate
Sheraton Hotel & Casino-Convention Center
August 4, 2018

<http://www.sanjuanrotary.org/>

STORIES

NEXT WEEK

Posted by Patricia Schneider on Jun 05, 2018

BULLETIN

EDITOR

Jose M.(Pepito) Rivero-
Olmedo



MEETING NOTICE!

NEXT WEEK

dreamstime.com

**The next meeting will be held on
June 05 in the AFDA CLUB.**

**SPEAKER: CHRISTA von
HILLEBRANDT, Manager, US NWS
Caribbean Warning Program. Her
topic: "Tsunamis & Puerto Rico".**

INVOCATION: **Juanita Valentin Morris**
ATTENDANCE: **Frank Earle**
DOOR PRIZE: **Bob Schneider**
SOUND SYSTEM: **Gerry Cumpiano**
PHOTOGRAPHER: **Gerry Cumpiano**

MENU: Chef's Choice

*If you prefer a vegetarian dish with fish OR a purely
vegetarian dish, please tell it to the waiter as you are
seated. This is a great timesaver.*

**CELEBRATING BIRTHDAYS IN May &
100% Attendance**

Posted by Patricia Schneider on Jun 05, 2018

(If you have any comments or
questions, please contact the
editor)

SPEAKERS

Jun 05, 2018

**Christa von
Hillebrandt, Mgr. US
NWS**

Caribbean Tsunami Warning
System

Jun 12, 2018

Fernando Lloveras
Para la Naturaleza

Jun 19, 2018

**Recognition Awards
Rotary Year 2017-
2018**

Jun 26, 2018

**Ricardo Alvarez-Diaz
& Cristina Villalon**
Architect/Interior Design
Team

Jul 03, 2018

**NO MEETING - 4th
of July Holiday**

Jul 10, 2018

**CHANGE OF
COMMAND**

[View entire list](#)

**UPCOMING
EVENTS**

San Juan Rotary



Club-Centennial Celebration Gala

Sheraton Hotel & Casino-
Convention Center
Aug 04, 2018
6:00 PM – 11:00 PM

LINKS:

*****FACEBOOK*****



LINKS



Rio Piedras Rotary Club
Guayama Rotary Club
San Juan Weather
Puerto Rico Tourism

WE SADLY ANNOUNCE THE PASSING OF CHARLES HITT

Posted by Patricia Schneider on Jun 05, 2018

"**Chuck**" was admitted to Presbyterian Hospital yesterday, May 29, and passed away suddenly today, May 30, from serious health issues. The Family will be announcing a Memorial Service to his friends within a few weeks He was a member of San Juan Rotary for 42 years and was retired President of Hitt & Zalduondo, builders of many housing urbanizations in Puerto Rico. On January 9th, **Chuck** celebrated his 99th birthday.

WELCOME RETURNING MEMBER



WILLIAM MEVS (*Restaurant Industry*). Bill, a member of our club from 1987-2013, is the owner of Barrachina Restaurant on Calle Fortaleza in Old San Juan. PP **Jennifer Bates** was his sponsor.

HURRICANE RELIEF

Posted by Patricia Schneider on Jun 05, 2018

EXECUTIVES & DIRECTORS

President
Kenneth (Ken) McGrath

Vice-President
Telesforo (Telin) Fernandez

President Elect
Jose M.(Pepito) Rivero-Olmedo

Immediate Past
President
Jennifer Bates

Secretary
Carmen G. Hammel

Treasurer
Luis Ramirez

Club Administration



Visiting Rotarian **Vicki Brentin** of Houston, Texas, as District Director of Disaster Recovery, is in Puerto Rico on a water filter project for churches, homes for the elderly and clinics. Invited to the meeting to receive a Paul Harris Award for his over \$60,000 contribution to financially support the water project was **EVAN ROSE**, a 27-year-old 20/22 investor resident of San Juan. Here we see young **EVAN** receiving his Paul Harris from DGE **Juanita**, PDG & President Elect **José M.(Pepito) & Vicki Brentin**.

TWO VISITING ROTARIANS CAME TO OUR MEETING

Posted by Patricia Schneider on Jun 05, 2018



LUIS SANTIAGO, a Director of the Goshen, NY Club

Gerry Cumpiano

Membership
Enrique Sigas, Esq.

Public Relations
Edwin Aquino

Rotary Foundation
Alan Austen

Service Projects
Bob Bolte

Executive Secretary
Patricia Schneider

WEBMASTER
Jose M.(Pepito) Rivero-Olmedo



National Awards
Services Inc.





VICKI BRENTIN, District Chair-Disaster Recovery of the Houston Sky Line, TX Club

LAST WEEK

Posted by Patricia Schneider on Jun 05, 2018



Hilda Diaz Soltero, Caribbean Advisor to the APHIS Administrator, USDA, spoke on her life in conservation and management of natural resources. With a degree in Public Policy and Program Management from Harvard School of Government, our speaker went on to administer the UPR Botanical Gardens and Public Recreation. Then, Deputy Secretary of the Dept. of Sports & Recreation followed by Secretary, Dept. of Natural Resources where monies from the Legislature created the Area de Bosques, Santuarios y Reservas Naturales among many conservation projects. Next project was the creation of the Puerto Rico Conservation Trust with the support of \$23 million from the Secretary of the Treasury and the Governor of PR. Making national news was the suing of the

US Navy to return the lands of Vieques and Culebra. Those lands are being restored from unexploded ordinance or are now used as natural areas by wildlife and people. After she left public service in Puerto Rico, she worked in the international area in the Caribbean and Latin America. Programs were established in Mexico, Costa Rica, Panama, Colombia, Venezuela, Ecuador, Peru, Bolivia, Paraguay & Puerto Rico. Hurricane Hugo found her leading the recovery effort for the Puerto Rican Parrot. She lived and worked in Minnesota, recruited by Bruce Babbitt, then Secretary of the Interior. On to Washington, DC with many projects and as Associate Chief for Natural Resources, US Forest Service. Back home in Puerto Rico, she is now the Caribbean Administrator to APHIS of the USDA. Our speaker feels fortunate to have discovered in her childhood a passion for nature and very fortunate to have been born into a family where girls were raised like boys in terms of education and expectations with her parents inviting her to "be the best that you can be."

**Celebrating our 100th
Anniversary**

*The oldest continuously operating club in
the world south of the Tropic of Cancer.*

Club # 4523

<http://sanjuanrotary.org>

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905.829.5299
102-2060 Winston Park Drive, Oakville, ON, L6H 5R7

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EXHIBIT 2

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opencorporates

The Open Database Of The Corporate World

☒ Companies ☐ Officers

- [Log in/Sign up](#)

NotesDealer, Inc. [branch](#)

Company Number

0802564136

Status

Forfeited Existence

Incorporation Date

17 October 2016 (almost 6 years ago)

Dissolution Date

26 January 2018

Company Type

Foreign For-Profit Corporation

Jurisdiction

[Texas \(US\)](#)

Branch

Branch of Delaware (US) company

Registered Address

- 701 Brazos St, Ste 1600
- Austin
- 78701
- TX
- USA

Alternative Names

- NotesDealer, Inc. (trading name, 2016-10-18 - 2018-01-26)

[Inactive Directors / Officers](#)

- [Shawn Joseph](#), agent
- [Shawn Joseph](#), director

Registry Page

<https://mycpa.cpa.state.tx.us/coa/>



[Recent filings for NotesDealer, Inc.](#)

26 Jan 2018

[Tax Forfeiture](#)

17 Oct 2016

[Application for Registration](#)

Source Texas Secretary of State, <https://direct.sos.state.tx.us/help/h...>, 1 Jun 2021

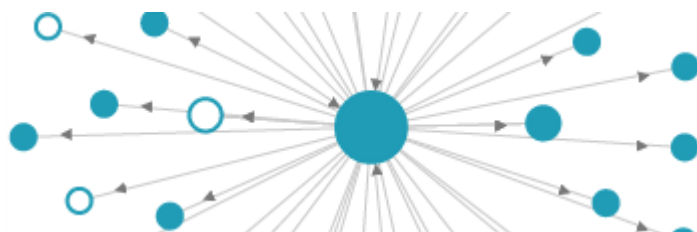
[Add data \(website, address, etc\)](#)

Company Addresses

[Mailing Address](#)

701 BRAZOS ST STE 1600, AUSTIN, TX, 78701

[Explore company network](#)



Company network

Not yet available for this company. [Click to find out more](#)

Latest Events

2021-03-01 - 2021-04-30

[Addition of officer Shawn Joseph, agent](#)

2021-03-01 - 2021-04-30

[Addition of officer Shawn Joseph, director](#)

2021-03-01 - 2021-04-30

[Change of name from 'NOTESDEALER, INC.' to 'NotesDealer, Inc.'](#)

[See all events](#)

Corporate Grouping [User Contributed](#)

None known. [Add one now?](#)

[See all corporate groupings](#)

[Similarly named companies](#)

- [NOTESDEALER, INC.](#) (Delaware (US), 30 Jun 2016-)

Home company

NotesDealer, Inc. (Delaware (US)) [details](#)

Identifiers

Identifier System Identifier Categories

US Texas TIN 32061844091 Tax [details](#)

* While we strive to keep this information correct and up-to-date, it is not the primary source, and the company registry ([see source](#), above) should always be referred to for definitive information
Data on this page last changed June 16 2021

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EXHIBIT 3

Report generated by



Genesis Coin Inc.
5900 Balcones Dr Ste 100
Austin, TX 78731

Payroll Journal Report

Date Range: 01/01/2021 - 12/31/2021 Report Created On: 07/30/2022

Payroll Journal Summary by Employee

Per Employee Summary for pay days that fall between 01/01/2021 and 12/31/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$153,169.38	\$46,401.33	\$11,359.56	\$106,768.05

Employee Earnings

Payroll period: 12/31/2020 - 01/06/2021 Pay day: 01/06/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,115.38	\$496.61	\$231.63	\$1,618.77

Payroll period: 01/07/2021 - 01/13/2021 Pay day: 01/13/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$273.75	\$1,881.65

Payroll period: 01/14/2021 - 01/20/2021 Pay day: 01/20/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$273.06	\$1,881.65

Payroll period: 01/21/2021 - 01/27/2021 Pay day: 01/27/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$242.13	\$1,881.65

Payroll period: 01/28/2021 - 02/03/2021 Pay day: 02/03/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 02/04/2021 - 02/10/2021 Pay day: 02/10/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 02/11/2021 - 02/17/2021 Pay day: 02/17/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
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Payroll period: 02/11/2021 - 02/17/2021 Pay day: 02/17/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 02/18/2021 - 02/24/2021 Pay day: 02/24/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 02/25/2021 - 03/03/2021 Pay day: 03/03/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 03/04/2021 - 03/10/2021 Pay day: 03/10/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 03/11/2021 - 03/17/2021 Pay day: 03/17/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 03/18/2021 - 03/24/2021 Pay day: 03/24/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 03/25/2021 - 03/31/2021 Pay day: 03/31/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 04/01/2021 - 04/07/2021 Pay day: 04/07/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 04/08/2021 - 04/14/2021 Pay day: 04/14/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Bonus Payroll Pay day: 04/20/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$23,554.00	\$6,983.77	\$1,801.89	\$16,570.23

Payroll period: 04/15/2021 - 04/21/2021 Pay day: 04/21/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 04/22/2021 - 04/28/2021 Pay day: 04/28/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 04/29/2021 - 05/05/2021 Pay day: 05/05/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 05/06/2021 - 05/12/2021 Pay day: 05/12/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 05/13/2021 - 05/19/2021 Pay day: 05/19/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 05/20/2021 - 05/26/2021 Pay day: 05/26/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 05/27/2021 - 06/02/2021 Pay day: 06/02/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 06/03/2021 - 06/09/2021 Pay day: 06/09/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 06/10/2021 - 06/16/2021 Pay day: 06/16/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 06/17/2021 - 06/23/2021 Pay day: 06/23/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 06/24/2021 - 06/30/2021 Pay day: 06/30/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 07/01/2021 - 07/07/2021 Pay day: 07/07/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 07/08/2021 - 07/14/2021 Pay day: 07/14/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 07/15/2021 - 07/21/2021 Pay day: 07/21/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 07/22/2021 - 07/28/2021 Pay day: 07/28/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 07/29/2021 - 08/04/2021 Pay day: 08/04/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 08/05/2021 - 08/11/2021 Pay day: 08/11/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 08/12/2021 - 08/18/2021 Pay day: 08/18/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 08/19/2021 - 08/25/2021 Pay day: 08/25/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 08/26/2021 - 09/01/2021 Pay day: 09/01/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 09/02/2021 - 09/08/2021 Pay day: 09/08/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 09/09/2021 - 09/15/2021 Pay day: 09/15/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 09/16/2021 - 09/22/2021 Pay day: 09/22/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 09/23/2021 - 09/29/2021 Pay day: 09/29/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 09/30/2021 - 10/06/2021 Pay day: 10/06/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 10/07/2021 - 10/13/2021 Pay day: 10/13/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 10/14/2021 - 10/20/2021 Pay day: 10/20/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 10/21/2021 - 10/27/2021 Pay day: 10/27/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$618.35	\$191.25	\$1,881.65

Payroll period: 10/28/2021 - 11/03/2021 Pay day: 11/03/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,510.35	\$191.25	\$989.65

Payroll period: 11/04/2021 - 11/10/2021 Pay day: 11/10/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,510.35	\$191.25	\$989.65

Payroll period: 11/11/2021 - 11/17/2021 Pay day: 11/17/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,510.35	\$191.25	\$989.65

Payroll period: 11/18/2021 - 11/24/2021 Pay day: 11/24/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,510.35	\$191.25	\$989.65

Payroll period: 11/25/2021 - 12/01/2021 Pay day: 12/01/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,487.45	\$168.35	\$1,012.55

Payroll period: 12/02/2021 - 12/08/2021 Pay day: 12/08/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,355.35	\$36.25	\$1,144.65

Payroll period: 12/09/2021 - 12/15/2021 Pay day: 12/15/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,355.35	\$36.25	\$1,144.65

Payroll period: 12/16/2021 - 12/22/2021 Pay day: 12/22/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,355.35	\$36.25	\$1,144.65

Payroll period: 12/23/2021 - 12/29/2021 Pay day: 12/29/2021

Employee Name	Total Earnings	Employee Taxes	Employer Taxes	Net Pay
Joseph, Shawn	\$2,500.00	\$1,355.35	\$36.25	\$1,144.65

EXHIBIT 4

EXHIBIT 4

Evan,

This is an awkward conversation and there's a lot, so I'm introducing it here so you get a chance to think before we discuss.

The short version is I don't think – when we now consider the contributions and value added between the few of us at Genesis – that my own compensation is equitable, especially when compared with Peter.

The longer version is-

I think Peter gets away here without very much criticism or oversight (if any at all). But it's fair to criticize him because that comes with the territory of his position, at least in theory. He shouldn't get to call himself the President/Strategy person of [REDACTED] company and yet escape any accountability for things happening on his watch, or that he has caused.

The reality is we were having the calls about new contracts because, on Peter's watch, and as a function of his strategy, about 30-40% of the company revenue is threatening to walk out the door, and some has already evaporated. As the Strategy person, Peter could've –and should've– fixed things like the contract as a first order of business.

He also should've never been cutting fees for customers. Is it not embarrassing when you read docs like the Bitstop merger slide saying, "we only have to do 40% of the work because we have double the fee of Genesis?" It's shows again, what fees could've – and should've – been, and the Strategy person is the key person that is supposed to not just push for that, but to execute and make it happen. Peter has cost millions and millions by cutting fees because it compounded the work (think about an example of having to sell, ship, manage support/tech tickets, emails, and problems for double the machines/customers we do now for the same money). This costs in so many ways. He bloated the business instead of doing the work to make it leaner. He made it appear he was handling his calls and solving the problems on his watch by moving the problems somewhere else that you'd have to deal with and wouldn't appear originated from his behaviors. Whether he does this consciously or not should be inconsequential. It's like physics, if we need to lift A and B, there's no way around doing the work, and his tendency to not actually lift B just causes a relabeling of B as C, except he can say he wasn't responsible for lifting C, you were.

He only cut fees because it wasn't his hard work at stake, he effectively pawned off your years of work and all-nighters to make life easier for himself- yet give the appearance that he kept the ship steady. Do you think he would be equally agreeable if you proposed to cut his salary/equity? Or do you think he'd suddenly be able to do the work to be protective. That's the insult of it- he treated it differently than his own income.

What he's really been doing by these behaviors is slowly pointing the nose of the ship downward, and only later we realize we're in a nosedive position and everyone else has to intervene to pull up on the wheel. He then pretends "we all" fixed a problem he had nothing to do with causing.

He should be thought of as officially responsible for the above, whether we intervene successfully to mitigate these losses now, or not. What we're basically doing now on these calls is trying to find ways to get customers away from Peter's failing strategy and compensate for his actions. In a lot of places, the President/Strategy person's compensation is tethered to company performance. Here, despite his causing heavy risk of loss of customers and revenue, and actual loss from bloating, he still probably has even a maintained expectation of bonuses.

Peter should've also known to pursue IP. You can think of the basic pillars of business strategy to be:

- #1 Revenue/growth
- #2 Agreements, contracts, processes w customers
- #3 Protection and IP
- #4 Effectively manage employees

Peter decreased the first when he cut fees and multiplied the work, and he completely failed to do any of the next three. It sucks that I have to seem like the Negative Nancy here just to point out the facts.

Now, with new fee reductions in order to get BD on the new SLA, you should realize that, again, these millions in costs are suffered because we now have to get them onto a new contract that Peter should've handled on his first day on the job, and because Peter has trained them into thinking they deserve receding fees. When I tell anyone else about this, they are like "what?? In no scenario do fees go down for a business, it's always the opposite." These are people that don't wear any sort of "strategy" title, and certainly none that are CSO/COO/President of a \$120+ million company.

Wayne characterized the new contract as a "reset for the business," and this is true. Calling the impact this may well have as a potentially company-saving act in medium-longer term is not an exaggeration, because every dollar of billions transacted flows through its words, and any potential tens of millions lawsuit will turn on its words.

The contract is a good example of Shawn compensating for Peter. All may seem well in the end, but the reality is, I effectively did for free what was actually his job, and what he should've done years ago, but didn't, while he is the one who is being effectively compensated for it.

I realize in hindsight his behavior predates my arrival here. Peter not doing the strategy job manifests with you seeking outside advice/help/ideas- the countless conversations we've had. Some that come to mind are fee setting/raising in Bennu, the Colosseum, arguing to create an

out of office email to reduce your work hours in Denver, arguing not to sell, Milton Bs, etc. So many solutions I realize came, in part, from conversations like these, and they were only had in the first place because Peter wasn't filling the need of a Strategy/COO person he was supposed to. But he was on the payroll for them all the while.

This is before we even get to the IP portfolio.

Wayne mentioned a really high multi-millions number when he was talking about the IP differential for depreciation in the purchase offer.

Now, what's really becoming disturbing for me is that, with current structure, Peter is effectively getting a way bigger slice of the IP value I bring to the company. It's like I'm working hard to bring home the kills while Peter sits home with his fork and knife, salivating, ready to eat at the table- and he somehow gets to eat more of my own kills than I do.

As we know, this is a skillset that took me decade to develop and extract the secrets of, and that it nearly killed me to get out clean. How can it be fair that Peter is cashing out so much more than me on my own skillset, talent, and time invested? - despite his not being any sort of founder, despite a lot of his duties manifesting as being outsourced to me and others since CF days and continuing to today, and despite his performance (if we hold him accountable) above?

Without me, under Peter, we would have:

- old contract and probably no ideas to change it, and certainly no non-compete ideas, bringing the threat of over 30-40% company revenue losses and maybe only increasing, and total exposure to multi-million dollar lawsuits if we even want to stop business w a customer
- probably continued fee reductions and increased losses, compounding work and further bloating
- entirely no IP (though he should've also known to pursue IP)
- no Fish, and probably no IP firm plans at all
- probably would've sent a cease-and-desist to Sonny (which I had to talk him down from) and might've been wrapped up in litigation
- probably would've been challenged in sale offer as having no IP and, from what I can gather from Wayne's description, a valuation of tens of millions less... and maybe would've had no purchase offer at all due to this/possible litigation

With me, and trying to get us away from the position Peter at least allowed, if not caused:

- A "reset the business" contract and strategy for new customers and hopefully previous customers, non-compete, damages caps for us, termination for convenience, arguable damages 5X or more fees paid for customers that breach or leave, etc, preventing multi-million dollar lawsuits

- Pre-emptively addressing [REDACTED], again potentially avoiding multi-million dollar lawsuits
- Strategies such as deprioritizing/throttling BD and blocking [REDACTED] on API for moving old customers such as [REDACTED] and [REDACTED] to new SLA that is Shawn's brainchild
- A growing worldwide IP portfolio, including things that no one would've ever thought of that might more than triple its value, like expanding to cannabis and tobacco dispenser claims, all being ascertained in complete and total stealth
- Top IP firm in the world, which nobody here would've ever even heard of
- Talked Peter down from cease and desist
- Now maybe finally, through you, getting Peter to stop pawning off others' hard work by reducing fees/income (although now he pretends he's standing up and taking an "enough is enough" attitude, but only because we've started calling him out)
- A purchase offer that didn't even try to question the IP portfolio and conceded a much higher valuation as a result

These two outcomes are night and day.

How is it fair that Peter is the one that has ends up with all the credit/compensation on paper for this?

I know this is inadvertent, but to be honest, I'm starting to feel like I'm making a fool of myself being the one that continues to hustle 7 days on a coffee shop-Whole Foods circuit, eating \$4 meals and treating this like my own startup, and stacking IP and valuation in the maybe multiple tens of millions, while Peter stays home with his kids, makes calls, cuts fees and causes losses of value maybe in the tens of millions, but somehow has gotten himself into a position to extract most the compensation/value for himself- now even from my own work, skills, and talent. Right now, the more I let myself think about it, it's starting to feel like I'm going to work to make sure Peter gets rich. My solution most days is to stuff this voice in the back of my mind, but it is becoming more common and it is deflating when I let myself listen to it.

It's like Peter is a founder on paper but works less than a 9-5 and is losing value when I think about it. Yet he comes in after doing this damage (which I think he is aware of) and takes credit after someone else fixes his messes such as to sweep his performance under the rug. His email about "realize it's going to be a ton of work, but confident we're up to it" made my stomach turn:

"Awesome! Realize it's going to take a ton of effort but confident we're up to the challenge. There are a ton of new features, which will for sure advance the platform. It definitely merits a major announcement (when appropriate) and justifies the updated SLA. I'm 100% on board, let's blaze the way as the forged swords will be Valyrian! Best, Peter"

What "effort" or work is he going to do now? His only hand in this was causing the problem in the first place. He covers up his failure to address the contract with now "we" fixed it language,

when really, I fixed the SLA and you are doing the tech work, and he's going to "make the announcement?" This is eerily reminiscent of the lab and others in industry who are practicing this art of doing less and covering it up by claiming more. This way, in the end, since "we" fixed it as a team, there's no fault for him failing to do anything earlier. In reality, Peter shouldn't be jumping on the megaphone making announcements about "blazing the way" but instead should be making apology announcements about accepting responsibility for the millions he has cost in this sequence. He is, again, salivating at the table now thinking others are here to work and compensate for his failures while thinking no one is going to notice he's bringing home the bacon for it.

And now with the [REDACTED] stuff you're going through- this is also supposed to be Peter's job to deal with entirely (as given in #4 above). So are the performance calls. Why are you the one calling attorneys and managing/figuring out what to do? Why are you managing [REDACTED]? Peter is supposed to be able to manage all this and he's supposed to be the one to build out the tech support etc. Peter is the one on the pay/equity table for all of this. But once he lets you do all the heavy lifting, I'm sure he won't have any problems comingling a few actions to claim "we" did a great job.

You cut your teeth and sacrificed your young life for this dude. And I sacrificed mine to be able to deliver massive IP value, which I'm thrilled to do for you. But neither of our sacrifices should be pawned off by Peter, and the fruits of such labor shouldn't be misallocated to Peter. Very important for you to think about this. I would urge you to sit down and do some rough math and calculate the difference if fees weren't cut, X% extra machines didn't need to be sold, managed, supported, tickets handled, X% of fees didn't need to now additionally be cut to try to keep BD, on top of compensating Peter heavily while he was failing to prevent those things in the first place. And then calculate if some tens of millions lawsuit wasn't pre-empted by the new contract.

It seems like you just accept blame yourself for any of the above things that in reality Peter failed to do, but you let him take the credit/compensation for any good outcomes. None of the above is your fault after you brought in what was supposed to be a COO. The blame is squarely his, and he should be accountable. You did the correct thing trying to bring someone in to work on or handle those things. He just didn't do them and that's something that needs to be realized....

EXHIBIT 5



Evan Rose <evan@aquarius.co>

Reimbursement: Shawn travel expense

2 messages

Evan Rose <evan@aquarius.co>
To: Peter Sentowski <peter@bitcoinatm.com>
Cc: Shawn Joseph <shawn@genesiscoin.com>

Wed, Mar 10, 2021 at 1:49 PM

Hey Peter,

Shawn is coming to Puerto Rico today through Sunday so we can strategize, I've attached a copy of his plane fare, can we make sure it's reimbursed in next Gusto payroll?

8:31

X Receipt for Flight to San Juan C

Expedia

Receipt for Itinerary
#72070156309806
Mar 10, 2021 - Mar 14, 2021

Booked Items	Cost Summary
Flight: Fort Lauderdale (FLL) to San Juan (SJU) Flight: San Juan (SJU) to Fort Lauderdale (FLL)	Booked Date: Mar 9, 2021
Depart: 3/10/2021 Return: 3/14/2021, 1 round trip ticket	Traveler 1: Adult \$216.40
	Flight \$158.00
	Taxes & Fees \$58.40
	Total: \$216.40
	Paid: \$216.40 [MasterCard 5128] All prices quoted in US dollars.
Traveler Information	
SHAWN JOSEPH - Adult	
Ticket # 2797549090161	

Thanks!



Evan Rose President & CEO
Aquarius Management Corporation

Peter Sentowski <peter@bitcoinatm.com>
To: Evan Rose <evan@aquarius.co>
Cc: Shawn Joseph <shawn@genesiscoin.com>

Wed, Mar 10, 2021 at 1:56 PM

Can do, NP, sounds good.



Peter Sentowski Chief Strategy Officer
Genesis Coin Inc.

[Quoted text hidden]

EXHIBIT 6

FILED UNDER SEAL